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PTO/SB/81 (06-04)
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U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

**POWER OF ATTORNEY
and
CORRESPONDENCE ADDRESS
INDICATION FORM**

Application Number	09/886,171
Filing Date	June 20, 2001
First Named Inventor	David ZARLING
Title	DOMAIN SPECIFIC GENE EVOLUTION
Art Unit	1636
Examiner Name	David A. LAMBERTSON
Attorney Docket Number	41428.0314

I hereby appoint:

☒ Practitioners associated with the Customer Number:

25213

OR

☐ Practitioner(s) named below:

Name	Registration Number

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please recognize or change the correspondence address for the above-identified application to:

☒ The address associated with the above-mentioned Customer Number:

OR

☐ The address associated with Customer Number:

OR

☐ Firm or Individual Name

Address

Address

City

State

Zip

Country

Telephone

Fax

I am the:

☐ Applicant/Inventor.

☒ Assignee of record of the entire interest. See 37 CFR 3.71.
Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96)

SIGNATURE of Applicant or Assignee of Record (if assignee, put name, title and company name in the "Name" space below)

Name Kai P. Larson, Vice President & General Counsel, Tapestry Pharmaceuticals, Inc.

Signature *Kai P. Larson*

Date Sept 29, 2004

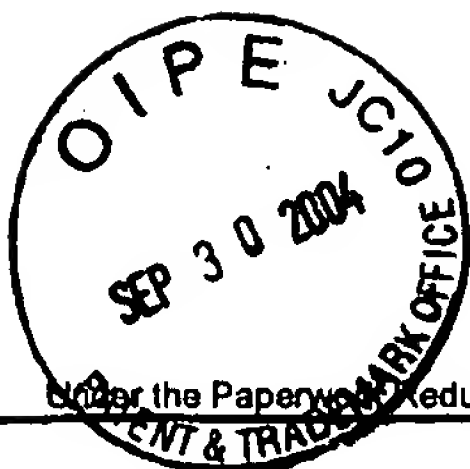
Telephone 303.516.8500

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below*.

☒ *Total of 1 forms are submitted.

This collection of information is required by 37 CFR 1.31 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



STATEMENT UNDER 37 CFR 3.73(b)

Applicant/~~Patent Owner~~: David ZARLING et al.

Application No./~~Patent No.~~: 09/886,171 Filed/~~Issue Date~~: June 20, 2001

Entitled: DOMAIN SPECIFIC GENE EVOLUTION

Tapestry Pharmaceuticals, Inc., a corporation

(Name of Assignee)

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or

2. ☐ an assignee of less than the entire right, title and interest.

The extent (by percentage) of its ownership interest is _____ %
in the patent application/patent identified above by virtue of either:

A. ☐ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

B. ☒ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: David Zarling, Gurucharan Reddy, Sushma Pati To: Pangene Corporation (of parent applic. 09/373,347)

The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

2. From: Pangene Corporation To: NaPro BioTherapeutics, Inc. (of parent applic. 09/373,347)

The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

3. From: NaPro BioTherapeutics, Inc. To: Tapestry Pharmaceuticals, Inc.

The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☐ Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

Sept 29, 2004

Date

303.516.8500

Telephone number

Kal P. Larson

Typed or printed name

[Signature]

Signature

Vice President & General Counsel

Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

ASSIGNMENT

WHEREAS, the undersigned,

(1) David Zarling
(3) Sushma Pati

(2) *Gurucharan Reddy*
~~Redwood City~~

(hereinafter termed "Inventors"), residents of

(1) Menlo Park
(3) Redwood City

(2) Redwood City

respectively, Counties of

(1) San Mateo
(3) San Mateo

(2) San Mateo

respectively, States of

(1) California
(3) California

(2) California

respectively, have invented certain new and useful improvements in

DOMAIN SPECIFIC GENE EVOLUTION

for which an application for a United States Patent was filed on 8/12/99

having Application Number 09/373,347

and

WHEREAS,

Pangene Corporation a corporation of the State of California

having a place of business at 2375 Garcia Avenue Mountain View, CA 94043

(hereinafter termed "Assignee"), is desirous of acquiring the entire right, title and interest in and to said application and the invention disclosed therein, and in and to all embodiments of the invention, heretofore conceived, made or discovered jointly or severally by said Inventors (all collectively hereinafter termed "said invention"), and in and to any and all patents, inventor's certificates and other forms of protection (hereinafter termed "patents") thereon granted in the United States and foreign countries.

NOW, THEREFORE, in consideration of good and valuable consideration acknowledged by said Inventors to have been received in full from said Assignee:

1. Said Inventors do hereby sell, assign, transfer and convey unto said Assignee, the entire right, title and interest (a) in and to said application and said invention; (b) in and to all rights to apply for foreign patents on said invention pursuant to the International Convention for the Protection of Industrial Property or otherwise; (c) in and to any and all applications filed and any and all patents granted on said invention in the United States or any foreign country, including each and every application filed and each and every patent granted on any application which is a division, substitution, or continuation of any of said applications;

and (d) in and to each and every reissue or extensions of any of said patents.

2. Said Inventors hereby jointly and severally covenant and agree to cooperate with said Assignee to enable said Assignee to enjoy to the fullest extent the right title and interest herein conveyed in the United States and foreign countries. Such cooperation by said Inventors shall include prompt production of pertinent facts and documents, giving of testimony, execution of petitions, oaths, specifications, declarations or other papers, and other assistance all to the extent deemed necessary or desirable by said Assignee (a) for perfecting in said Assignee the right, title and interest herein conveyed; (b) for prosecuting any of said applications; (c) for filing and prosecuting substitute, divisional, continuing or additional applications covering said invention; (d) for filing and prosecuting applications for reissuance of any said patents; (e) for interference or other priority proceedings involving said invention; and (f) for legal proceedings involving said invention and any applications therefor and any patents granted thereon, including without limitation opposition proceedings, cancellation proceedings, priority contests, public use proceedings, infringement actions and court actions; provided, however, that the expense incurred by said Inventors in providing such cooperation shall be paid for by said Assignee.

3. The terms and covenants of this assignment shall inure to the benefit of said Assignee, its successors, assigns and other legal representatives, and shall be binding upon said Inventors, their respective heirs, legal representatives and assigns.

4. Said Inventors hereby jointly and severally warrant and represent that they have not entered and will not enter into any assignment, contract, or understanding in conflict herewith.

IN WITNESS WHEREOF, the said Inventors have executed and delivered this instrument to said Assignee this

(1) 26 day of October, 1999
 (2) 26 day of October, 1999
 (3) 26 day of October, 1999

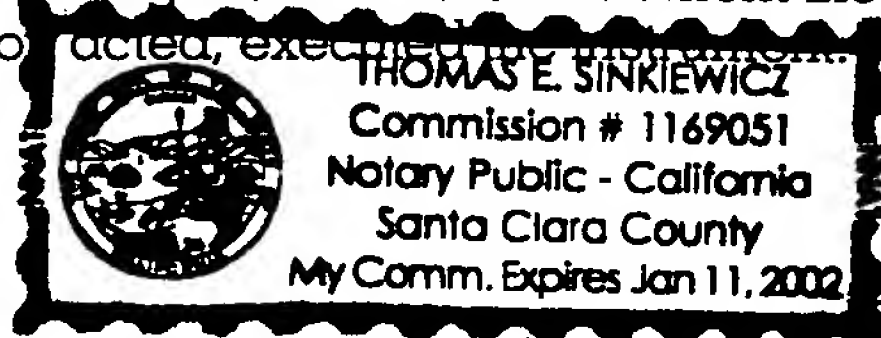
respectively.

(1) David Zarling
David Zarling

County of Santa Clara,)
State of Ca) ss.

On this 26th day of October, in the year 1999,
before me, Thomas E. Sinkiewicz, Notary Public of the State of Ca,
personally appeared (1) David Zarling, personally known to me
(or proved to me on the basis of satisfactory evidence) to be the person whose name is
subscribed to the within instrument, and acknowledged that he/she executed the same
in his/her authorized capacity(ies), and that by his/her signature on the instrument the
person, or the entity upon behalf of which the person acted, executed the instrument.
WITNESS my hand and official seal.

Signature Thomas E. Sinkiewicz

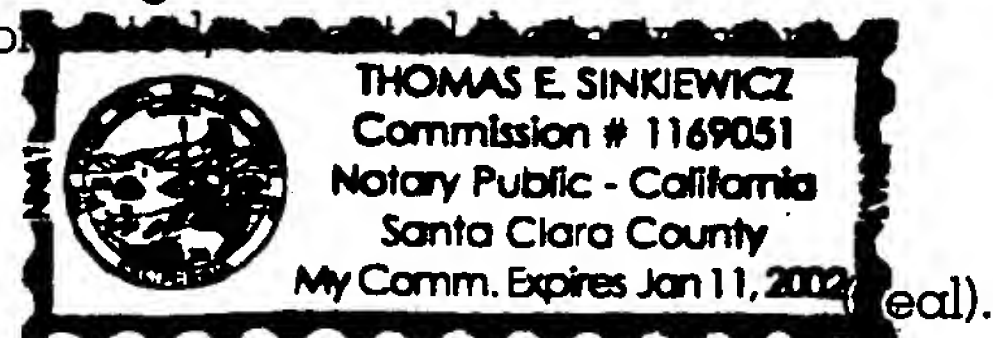


(2) Gurucharan Reddy
Gurucharan Reddy

County of Santa Clara,)
State of Ca) ss.

On this 26th day of October, in the year 1999,
before me, Thomas E. Sinkiewicz, Notary Public of the State of Ca,
personally appeared (2) Gurucharan Reddy, personally known to
me (or proved to me on the basis of satisfactory evidence) to be the person whose name
is subscribed to the within instrument, and acknowledged that he/she executed the same
in his/her authorized capacity(ies), and that by his/her signature on the instrument the
person, or the entity upon behalf of which the person acted, executed the instrument.
WITNESS my hand and official seal.

Signature Thomas E. Sinkiewicz



(3) Sushma Pati
Sushma Pati

County of Santa Clara,)
State of Ca) ss.

On this 26th day of October, in the year 1999,
before me, Thomas E. Sinkiewicz, Notary Public of the State of Ca,
personally appeared (3) Sushma Pati, personally known to me
(or proved to me on the basis of satisfactory evidence) to be the person whose name is
subscribed to the within instrument, and acknowledged that he/she executed the same
in his/her authorized capacity(ies), and that by his/her signature on the instrument the
person, or the entity upon behalf of which the person acted, executed the instrument.
WITNESS my hand and official seal.

Signature Thomas E. Sinkiewicz



ASSIGNMENT

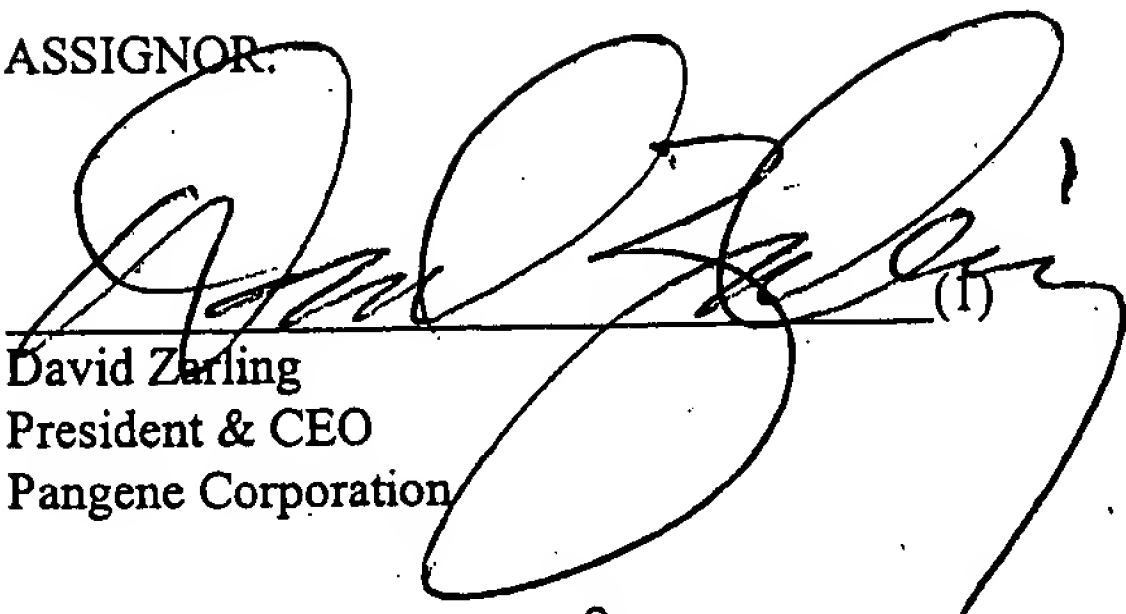
Pangene Corporation, organized and existing under the laws of the State of California and having an office and a place of business at 5500 Stewart Avenue, Fremont, CA 94538 for good and valuable consideration, receipt of which is hereby acknowledged, have assigned, sold and transferred to and do hereby assign, sell and transfer to NaPro BioTherapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware and having an office and a place of business at 6304 Spine Road, Unit A, Boulder, Colorado 80301 and at 15 Innovation Way, Newark, Delaware 19711, its successors and assigns: (1) the entire right, title and interest in the United States and in all countries throughout the world in and to any and all its my/our inventions and discoveries disclosed in the application for Letters Patent in the United States entitled: Domain Specific Gene Evolution, invented by David A. Zarling of 32 Lorelei Lane, Menlo Park, CA 94025, Gurucharan Reddy of 4572 Celia Court, Fremont, Ca 94555, and Sushma Pati of 151 Marva Oaks Drive, Woodside, CA 94062 and filed in the United States Patents and Trademark Office on August 12, 1999, under Serial Number(s) 09/373347, including any provisionals, priority applications, renewals, revivals, reissues, reexaminations, extensions, continuations and divisions thereof, and any substitute applications therefore without limitation, the subject matter of all claims which may be obtained therefrom for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and/or other legal representative, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all income, royalties, damages or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason or past, present or future infringement or other unauthorized use of the Patents, with the right to sue for, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, and other legal representatives.; (2) the full and complete right to record Assignee as owner of the Patents, including, without limitation, with respect to all substitutions, continuations, divisions, continuations-in-part, reissues, reexaminations or extensions or foreign equivalents thereof, and to issue any and all letters patents thereon to Assignee for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives and to file patent applications in the name of NaPro BioTherapeutics, Inc. its designee, or in its name or the inventor's names at NaPro BioTherapeutics, Inc. or its designee's election, on the aforesaid inventions, discoveries and applications in all countries of the world; (3) the entire right, title and interest in and to any Letters Patent which may issue thereon in the United States or in any other country of the world any any renewals, revivals, reissues, reexaminations and extensions of the same; and (4) the entire right, title and interest in all Convention and Treaty Rights of all kinds thereon, including without limitation all rights of priority in any country of the world, in and to the above inventions, discoveries and applications.

Pangene Corporation hereby authorizes and requests the competent authorities to grant and to issue any and all such Letters Patent in the United States and throughout the world to NaPro BioTherapeutics, Inc. as the assignee of the entire right, title and interest therein, as fully and entirely as the same would have been held and enjoyed by Pangene Corporation had this assignment, sale and transfer not been made.

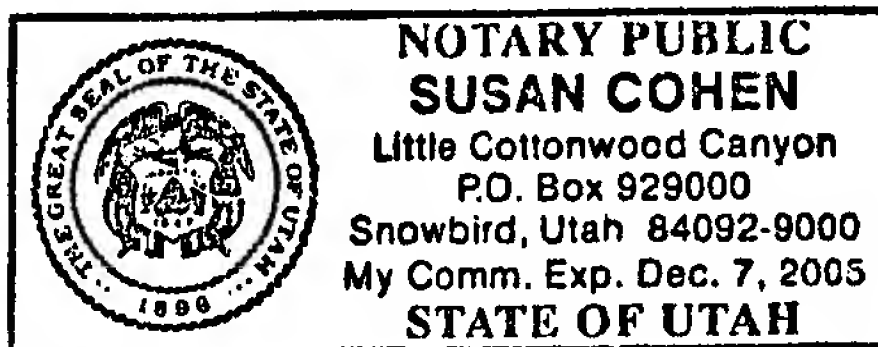
Pangene Corporation agrees, at any time, upon the request of NaPro BioTherapeutics, Inc. to execute and to deliver to NaPro BioTherapeutics, Inc. any additional applications for patents for said inventions and discoveries, or any part or parts thereof, and any applications for patents of confirmation, registration and importation based on any Letters Patent issuing on said inventions, discoveries or applications; and divisions, continuations, renewals, revivals, reissues, reexaminations and extensions thereof.


Pangene Corporation further agrees at any time to execute and to deliver upon request of NaPro BioTherapeutics, Inc. such additional documents, if any, as are necessary or desirable to secure patent protection on said inventions, discoveries and applications throughout all countries of the world, and otherwise to do the necessary to give full effect to and to perfect the rights of NaPro BioTherapeutics, Inc. under this Assignment, including the execution, delivery and procurement of any and all further documents evidencing this assignment, transfer and sale as may be necessary or desirable.

ASSIGNOR.


David Zarling
President & CEO
Pangene Corporation

On this 31st day of December, 2002, David Zarling personally appeared before me, a Notary Public in and for the State of UTAH, and duly acknowledged the executed Assignment on behalf of the Assignee.




Notary Public

ACKNOWLEDGEMENT OF ASSIGNEE:

NaPro BioTherapeutics, Inc.

By: _____
Hope Liebke
Vice President, Business Development &
General Counsel, Genomics

On this _____ day of _____, 2002, _____ personally appeared before me, a Notary Public in and for the State of Delaware, and duly acknowledged the executed Assignment on behalf of the Assignee.

Notary Public

Delaware

PAGE 1

The First State

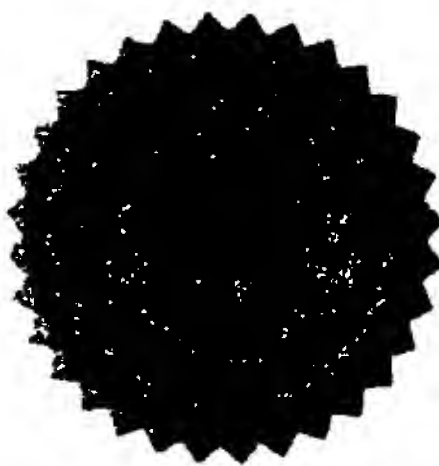
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TAPESTRY PHARMACEUTICALS INC.", A DELAWARE CORPORATION, WITH AND INTO "NAPRO BIOTHERAPEUTICS, INC." UNDER THE NAME OF "TAPESTRY PHARMACEUTICALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2004, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF MAY, A.D. 2004, AT 4 O'CLOCK P.M.

2350165 8100M

040397088



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3139320

DATE: 05-27-04

BEST AVAILABLE COPY

State of Delaware
Secretary of State
Division of Corporations
Delivered 9:33 AM 05/04/2004
FILED 0 0 AM 05/04/2004
SRV 040321667 - 2350165 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TAPESTRY PHARMACEUTICALS, INC.

WITH AND INTO

NAPRO BIOTHERAPEUTICS, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

NAPRO BIOTHERAPEUTICS, INC., a corporation organized and existing under the laws of the State of Delaware (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on September 8, 1993, pursuant to the Delaware General Corporation Law (the "DGCL"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.01 par value per share, of Tapestry Pharmaceuticals, Inc., a corporation incorporated on April 21, 2004 (the "Merger Sub"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the resolutions of its Board of Directors attached hereto as *Exhibit A*, duly adopted by the unanimous written consent of its members pursuant to Section 141(f) of the DGCL effective May 3, 2004, determined to merge the Merger Sub with and into itself (the "Merger").

FOURTH: That the surviving corporation of the Merger (the "Surviving Corporation") shall be this Corporation.

FIFTH: That from and after the effective time of the Merger, the Amended and Restated Certificate of Incorporation of this Corporation, as amended (the "Certificate of Incorporation"), shall be the Certificate of Incorporation of the Surviving Corporation and Article One of the Certificate of Incorporation of this Corporation shall be amended and restated to read as follows:

"The name of this corporation is Tapestry Pharmaceuticals, Inc. (the "Corporation")."

SIXTH: That the Merger shall become effective at 4:00 pm EDT on May 4, 2004.

BEST AVAILABLE COPY

IN WITNESS WHEREOF, NaPro BioTherapeutics, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 3rd day of May, 2004.

NAPRO BIOTHERAPEUTICS, INC.

By: 

Kai P. Larson

BEST AVAILABLE COPY

EXHIBIT A

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF NAPRO BIOTHERAPEUTICS, INC.

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "*Merger*") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on the filing of a Certificate of Ownership and Merger (the "*Certificate of Merger*") prepared and executed by an officer of the Corporation in the form required by Section 253 of the General Corporation Law of the State of Delaware and filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities and obligations of the Merger Sub, (ii) the name of the Corporation shall be changed from "NaPro BioTherapeutics, Inc." to "Tapestry Pharmaceuticals, Inc." and (iii) Article One of the Amended and Restated Certificate of Incorporation of the Corporation, as amended, shall be amended and restated to read as follows: "The name of this corporation is Tapestry Pharmaceuticals, Inc. (the "*Corporation*")."

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to effect all filings and qualifications, and take all further actions, that any such officer deems to be necessary or appropriate to comply with state or federal securities laws in connection with the transactions contemplated by the Merger and the Certificate of Merger;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation to prepare, execute and deliver the Certificate of Merger and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations under the Certificate of Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that either of them deem to be necessary or appropriate to carry out the purposes of the foregoing resolutions and to consummate the transactions contemplated by the Merger and the Certificate of Merger.